

A motion by North Dakota to amend the bylaws to provide for two-year terms for Officers of the Governing Board.

**BYLAWS OF THE STREAMLINED SALES
TAX GOVERNING BOARD, INC.**

A Nonprofit Corporation

Adopted October 1, 2005

(Amended April 19, 2006, August 30, 2006, June 23, 2007, September 20, 2007, May 12, 2009,
October 6, 2011, ~~and~~ May 24, 2012, and October 11, 2017)

Article One – Name and Purpose

(Articles One through Four omitted from document since no changes are being proposed to those Articles.)

Article Five – Officers

Section 1. *Titles and Duties.* The officers of Governing Board shall be the President, First Vice-President, Second Vice-President and Secretary/ Treasurer. The President shall preside at all meetings of the Governing Board and Executive Committee. The First Vice-President, the Second Vice-President and the Secretary/Treasurer shall perform such duties as the President may from time to time assign or delegate to them.

The President shall prepare and present an annual report of the work of Governing Board to the States at the annual meeting. The President shall have such other powers that may be reasonably necessary to the performance of the office.

The First Vice-President shall serve in the President's absence.

The Second Vice-President shall coordinate such projects as the President assigns.

The Secretary/Treasurer shall see that all records, reports, and certificates required by law are properly kept or filed and shall see that the financial records of the organization are kept in accordance with generally accepted accounting principles and that an annual report of the finances of the organization is presented at the annual meeting. The Secretary/Treasurer shall also chair the finance committee and shall assist in the preparation of an annual budget.

Section 2. *Election and Term of Office.* The four officers shall be directly elected by the Governing Board at the annual meeting from a slate put forth by the Nominating

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Committee. They shall serve a ~~one~~two-year term, but may serve three additional ~~one~~two-year terms as officers, but not more than ~~four~~eight years consecutively in any office or combination of offices. The term of office shall begin on January 1 following the annual meeting in which they were elected. They shall hold office until their successors are selected, notwithstanding the term limits set forth herein.

Section 3. Vacancies. Should the office of President become vacant during a term or upon completion of the term, the First Vice-President shall fill the vacancy. Should the office of First Vice-President become vacant during a term, the Second Vice-President shall fill the vacancy. Should any of the other offices become vacant, the Executive Committee shall appoint a representative of a State of the Governing Board to fill the vacancy unexpired term. Officers who fill vacancies shall serve the unexpired portion of the term of the predecessor in that office and may be elected to the same office for a full term.

Section 4. Succession. When possible, the Nominating Committee shall put forth a slate of candidates for the offices of President, First Vice-President and Second Vice-President that allows for the succession of officers from Second Vice-President to First Vice-President to President, subject to election by the Governing Board. Nothing in this section shall prevent an officer from serving more than one term in the same office, but in no case shall an individual serve more than ~~three~~six additional years as provided in Section 2. Nothing in this section shall prevent the Nominating Committee from altering this planned succession if circumstances require.

Section 5. Resignation. The Officers shall be deemed to have resigned if their state is no longer a Member, Contingent Member or Associate Member State. Officers may resign from the office without having to resign as representatives to the Governing Board. They may not remain on the Executive Committee.

Section 6. Compensation. Officers shall not, by virtue of the office, be entitled to receive any salary or compensation from the Governing Board, but nothing shall be construed to prevent any officer from receiving reimbursement for any expenses incurred on behalf of Governing Board.

Compiler's note: On October 6, 2011 "additional" was added to Section 4 and the "deemed" language was added to Section 5 via BL11001 and became effective upon its adoption.

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Article Six – Executive Committee

Section 1. Powers and Duties. The general affairs of the Governing Board shall be managed by an Executive Committee in accordance with policies approved by the Governing Board. The immediate past president of the Governing Board shall be an *ex officio* member of the Executive Committee with voting rights. The executive director of the Governing Board shall be an *ex officio* member of the Executive Committee with no voting rights. The Executive Committee is granted authority to:

1. Appoint an executive director of the Governing Board for such term as the Executive Committee shall deem appropriate and to fix compensation for the executive director and any and all staff determined to be necessary to conduct the business of the Governing Board.
2. Fix the duties and responsibilities of the executive director, and through the executive director, the work, policies and compensation of subordinates.
3. Provide for the raising of revenue, other than dues, and the discharge of obligations incurred by its employees.
4. Provide for the regular dissemination of information to the membership, the Governing Board and to the public.
5. Enter into contracts and obligations for the attainment of the ends and purposes of the Governing Board in areas specifically delegated by the Governing Board and in accordance with their policies.

Section 2. Number and Terms. There shall be five Directors on the Executive Committee in addition to the four Officers. The term of office for a Director shall be two years. Directors and Officers will be elected annually at the annual meeting of the Governing Board. Three Directors will be elected in odd-numbered years, two directors in even-numbered years, ~~except that in the year the Governing Board is formed, all five Directors will be elected, but the Directors whose terms would ordinarily expire the year following formation of the Governing Board will be elected for one-year terms.~~ No Director may serve more than two complete two-year consecutive terms, except those

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Directors filling an unexpired term ~~or an initial one-year term~~ shall be eligible to serve a full term if elected. All Directors will serve until their respective successors are elected.

(Remaining Articles omitted from document since no changes are being proposed to those Articles.)